

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC RECORDING CORPORATION; ARISTA MUSIC, fka BMG MUSIC; CAPITOL RECORDS, INC.; ELEKTRA ENTERTAINMENT GROUP INC.; INTERSCOPE RECORDS; LAFACE RECORDS LLC; MOTOWN RECORD COMPANY, L.P.; PRIORITY RECORDS LLC; SONY MUSIC ENTERTAINMENT, fka SONY BMG MUSIC ENTERTAINMENT; UMG RECORDINGS, INC.; VIRGIN RECORDS AMERICA, INC.; and WARNER BROS. RECORDS INC.,

ECF Case

06 CV 5936 (KMW)(DF)

Plaintiffs,

v.

LIME GROUP LLC; LIME WIRE LLC; MARK GORTON; GREG BILDSON; and M.J.G. LIME WIRE FAMILY LIMITED PARTNERSHIP,

Defendants.

DECLARATION OF TODD G. COSENZA

I, TODD G. COSENZA, hereby declare as follows:

1. I am admitted to practice before this Court and am associated with the law firm of Willkie Farr & Gallagher LLP (“Willkie Farr”), counsel of record for Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family Limited Partnership (collectively, “Defendants”) in the above-captioned action. I submit this Declaration in support of Defendants’ Motion for Partial Judgment on the Pleadings pursuant to Rule 12(c) of the Federal Rules of Civil Procedure.

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2. Attached hereto as Exhibit 1 is a true and correct copy of correspondence (with attachments) I received from Plaintiffs' counsel via email on September 16, 2010. One of the attachments to that email was a native Microsoft Excel spreadsheet file (named "Schedules A-B_2010-09-164.xls") that included two worksheets labeled "Schedule A" and "Schedule B." Plaintiffs' counsel stated that revised Schedules A and B provided on September 16, 2010 replaced the operative Schedules A and B referenced in the First Amended Complaint and are "the final lists of sound recordings for which Plaintiffs will seek damages in this lawsuit." Schedule A lists sound recordings from the post-1972 period ("Plaintiffs' Final Post-1972 List"), and Schedule B lists sound recordings from the pre-1972 period.

3. Attached hereto as Exhibit 2 is a true and correct copy of an Order, dated September 14, 2010, in the above-captioned action.

5. Attached hereto as Exhibit 3 is a true and correct copy of correspondence from Plaintiffs' counsel, Glenn D. Pomerantz, to the Court, dated September 23, 2010.

6. I provided attorneys at Willkie Farr with Exhibit 1 to this Declaration. At my direction, attorneys at Willkie Farr reviewed the copyright registration ("SR") numbers for the songs on Plaintiffs' Final Post-1972 List and counted the number of unique SR numbers represented by those songs. The Willkie Farr attorneys performing that review informed me that Plaintiffs' Final Post-1972 List contained 2,533 unique SR numbers. A new column, with the heading "Unique SRs," was then added to the native Microsoft Excel version of Plaintiffs' Final Post-1972 List to demonstrate the number of unique SR numbers at issue in this case. Attached hereto as Exhibit 4 is a modified version of Plaintiffs' Final Post-1972 List with the additional

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column "Unique SRs" showing that Plaintiffs' Final Post-1972 List contains 2,533 unique SR numbers.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on October 22, 2010.

Todd G. Cosenza

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